



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

9-032A155

FEDERAL EXPRESS

January 31, 1989

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Document for Recordation: Bill of Sale to St. Louis-San
Francisco Railway Company (now Burlington Northern Rail-
road Company) Conditional Sale Agreement, Dated as of
May 1, 1973

Dear Ms. Lee:

I am enclosing two certified true copies of the document
described below to be recorded pursuant to Section 11303,
Title 49 of the United States Code.

The document to be recorded, a secondary document, is a
Bill of Sale, dated September 6, 1988, by which all right,
title and interest in and to the existing equipment covered
by the St. Louis-San Francisco Railway Company (now Burling-
ton Northern Railroad Company) Conditional Sale Agreement,
dated as of May 1, 1973, is conveyed to Burlington Northern
Railroad Company.

The Conditional Sale Agreement, the primary document to which
the Bill of Sale is connected, was recorded with the
Interstate Commerce Commission on May 23, 1973, and assigned
Recordation No. 7032.

The names and addresses of the parties to the transaction
are:

Agent: The Boatmen's National Bank of St. Louis
100 North Broadway
St. Louis, Missouri 63102

Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2385

Docket No. F 71800

7032-F
RECORDATION NO. 7032

FEB 1 1989 3 45 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee, Recordations
January 31, 1989
Page 2

A general description of the equipment covered by the enclosed Bill of Sale is shown on Annex A of said document.

A fee of \$13.00 is enclosed for recording the Bill of Sale. Please return any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale, dated September 6, 1988, to the St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement (ICC Recordation No. 7032, May 23, 1973), conveying the equipment described on Annex A of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

RRM/ae,6
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Rebecca R. Martin
Burlington Northern Railroad
3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

Dear Ms.

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/1/89 at 3:35pm, and assigned recordation number(s). 7032-E, 7032-F, 7059-B & 7059-C

Sincerely yours,

Narta L. McEue

Secretary

Enclosure(s)

VERIFICATION

STATE OF TEXAS)
)
COUNTY OF TARRANT) ss.

7032-F

FEB 1 1999 3 45 PM

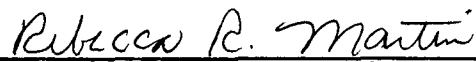
INTERSTATE COMMERCE COMMISSION

Francis T. Kelly, SEC Counsel, Burlington Northern Railroad Company, being duly sworn, deposes and states that he has compared the attached copy with the original document and has found the copy to be complete and identical in all respects to the original document.

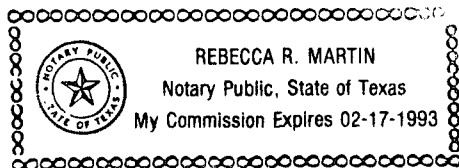


Francis T. Kelly

Subscribed and sworn to before me
this 31st day of January, 1989.



Notary Public in and for
the State of Texas



BILL OF SALE

IN CONSIDERATION OF the receipt of the sum of One Dollar (\$1.00), and for other good and valuable consideration, Trust Company for USL, Inc., as Trustee under a Trust Agreement dated as of May 1, 1973, an Illinois corporation having a place of business at 615 Battery Street, San Francisco, California 94111 ("Seller"), does hereby sell, assign, transfer and convey absolutely to Burlington Northern Railroad Company, a Delaware corporation (successor to St. Louis - San Francisco Railway Company), having a place of business at 9401 Indian Creek Parkway, Overland Park, Kansas 66201-9136 ("Purchaser"), all right, title and interest of Seller in and to those certain locomotives ("Locomotives") as more particularly described in Annex A hereto. Seller is the lawful owner of the Locomotives, has good and marketable title to the Locomotives, and title to the Locomotives is transferred to Purchaser free and clear of all liens, claims, security interests and encumbrances of any person whatsoever, other than those created by, through, or under Purchaser, as lessee, with respect to the Locomotives. The Locomotives are sold "AS IS and WHERE IS," and SELLER DISCLAIMS ANY EXPRESS OR IMPLIED WARRANTY OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, DESIGN OR CONDITION, OR AS TO THE QUALITY OF MATERIALS IN, THE LOCOMOTIVES.

TO HAVE AND TO HOLD the Locomotives unto the Purchaser, its successors and assigns, for its and their own use, forever.

Dated this 6TH day of SEPTEMBER, 1988.

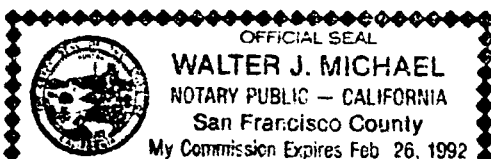
TRUST COMPANY FOR USL, INC.,
as Trustee

By Hesau Wakeman

Its PRESIDENT

STATE OF CALIFORNIA) ss
CITY AND COUNTY OF SAN FRANCISCO)

On this 6th day of September, 1988, before me personally appeared Hesau Wakeman, to me personally known, who being by me duly sworn says that such person is President of Trust Company for USL, Inc., that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Walter J. Michael
Notary Public

Annex A to
Bill of Sale

Description of Locomotives

	<u>Original Road Nos.</u>	<u>Current Road Nos.</u>
Twenty-six (26) model GP-38-2 2000 H.P. diesel-electric locomotives	SLSF400	BN2255
	SLSF401	BN2256
	SLSF402	BN2257
	SLSF403	BN2258
	SLSF404	BN2259
	SLSF405	BN2260
	SLSF406	BN2261
	SLSF407	BN2262
	SLSF408	BN2263
	SLSF409	BN2264
	SLSF410	BN2265
	SLSF411	BN2266
	SLSF412	BN2267
	SLSF413	BN2268
	SLSF414	BN2269
	SLSF415	BN2270
	SLSF416	BN2271
	SLSF417	BN2272
	SLSF418	BN2273
	SLSF419	BN2274
	SLSF420	BN2275
	SLSF421	BN2276
	SLSF422	BN2277
	SLSF423	BN2278
	SLSF424	BN2279
	SLSF425	BN2280
Nine (9) model U30B 3000 H.P. diesel-electric locomotives	SLSF844	BN5782
	SLSF845	BN5783
	SLSF846	BN5784
	SLSF847	BN5785
	SLSF849	BN5787
	SLSF850	BN5788
	SLSF851	BN5789
	SLSF852	BN5790
	SLSF853	BN5791